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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URIARTE
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: MANUFACTURER'S ACQUISITION CORPORATION
AUDIT NUMBER.....H98000009832
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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EFFECTIVE DATE

5-28-98

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Manufacturer's Acquisition Corporation

Article II. Address

The mailing address of the Corporation is:
Manufacturer's Acquisition Corporation
517 Walker Rd.
Safety Harbor FL 34695 PINELLAS

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Stephen B. Ehlers
517 Walker Rd.
Safety Harbor FL 34695

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Stephen B. Ehlers

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Lonnie L. Simpson I FL Bar Member 821871
Rudnick & Wolfe
1049 45th Ave. North
St. Petersburg FL 33703
813-525-4124

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Lonnie L. Simpson
Rudnick & Wolfe
1049 45th Ave. North
St. Petersburg FL 33703

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 26, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 27, 1998.



LONNIE L. SIMPSON
by L.A. Uriarte as attorney-in-fact

Lonnie L. Simpson | FL Bar Member 821871
Rudnick & Wolfe
1049 45th Ave. North
St. Petersburg FL 33703
813-525-4124

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Manufacturer's Acquisition Corporation

REGISTERED AGENT/OFFICE:

**Stephen B. Ehlers
517 Walker Rd.
Safety Harbor FL 34695**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



STEPHEN B. EHLERS
by L.A. Uriarte as attorney-in-fact

Date: May 27, 1998.

**Lonnie L. Simpson | FL Bar Member 821871
Rudnick & Wolfe
1049 45th Ave. North
St. Petersburg FL 33703
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